

**ASSOCIATION BYLAWS**  
**OF**  
**RIVERWOODS ASSOCIATION**  
**A MICHIGAN NON-PROFIT CORPORATION**

**ARTICLE I**

**ADOPTION OF SUBDIVISION BYLAWS**

The Subdivision Bylaws of RIVER WOODS (the "Subdivision Bylaws"), are adopted in their entirety by the River Woods Association, a Michigan non-profit corporation (the "Association").

**ARTICLE II**

**MEETINGS**

2.1 Site Of Meetings. Meetings of the Association shall be held at such suitable place convenient to the Owners as may be designated by the Board of Directors. Voting shall be as provided in the COVENANTS and RESTRICTIONS, and these Bylaws. Meetings of the Association shall be conducted in accordance with Sturgis' Code of Parliamentary Procedure, Roberts Rules Of Order or some other generally recognized manual of parliamentary procedure, when not otherwise in conflict with the Articles Of Incorporation, or the law of the State of Michigan.

2.2 Annual Meetings. The first annual meeting of members of the Association shall be held in accordance with the Declaration of Covenants and Restrictions and Association Bylaws. The date, time and place of the first annual meeting shall be set by the Board of Directors, and at least 15 days' written notice shall be given to each Owner. Thereafter, the annual meetings of members of the Association shall be held once each calendar year at such time and place determined by the Board of Directors. At such meetings there shall be elected by ballot of the Owners a Board of Directors in accordance with the requirements of Article III of these Association Bylaws. The Owners may also transact at annual meetings such other business of the Association as may properly come before them.

2.3 Special Meetings. It shall be the duty of the President to call a special meeting of the Owners as directed by resolution of the Board of Directors or upon a petition signed by

one-third of the Owners and presented to the Secretary of the Association. Notice of any special meeting shall state the time and place of the meeting and the purposes thereof. No business shall be transacted at a special meeting except as stated in the notice.

2.4 Notification Of Meetings. It shall be the duty of the Association to serve a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, upon each Owner of record at least 15 days but not more than 60 days prior to the meeting. The mailing, postage prepaid, of a notice to each Owner shall be sent to the address of record.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

3.1 Requirement Of Membership. The affairs of the Association shall be governed by a Board of Directors, all of whom must be members of the Association or officers, partners, trustee, employees or agents of Owners of the Association except for the first Board of Directors designated in the Articles of Incorporation of the Association. Directors shall serve without compensation.

3.2 First Board Of Directors. The first Board of Directors shall manage the affairs of the Association until a successor Board of Directors is elected at the first annual meeting of the Association convened at the time required by Section 2.2 of these Association Bylaws or at a special meeting of the Association called for such purpose. At the first annual meeting of the Association, a Board of Directors comprised of seven persons shall be elected. At the first annual meeting of the Association, four directors shall be elected for a term of three years and three directors shall be elected for a term of two years. At this first meeting, all nominees shall stand for election as one slate and the four persons receiving the highest number of votes shall be elected for a term of three years. After three years, at each annual meeting of the Association, either four or three Directors shall be elected depending upon the number of Directors whose terms expire. The Directors shall hold office until their successors have been elected and hold their first meeting. As of May 14, 2013, the number of directors is increased to eleven.

3.3 Powers And Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all acts and things as are not prohibited by the Declaration of Covenants and Restrictions Documents or

required thereby to be exercised and done by the Owners.

3.4 Other Duties. In addition to the foregoing duties imposed by the Association Bylaws or any further duties which may be imposed by resolution of the Association, the Board of Directors shall be responsible specifically for the following:

- A. To manage and administer the affairs of and to maintain the Common Areas and Subdivision Landscaping.
- B. To levy and collect assessments from the Owners of the Association and to use the proceeds thereof for the purposes of the Association.
- C. To carry insurance and collect and allocate the proceeds thereof.
- D. To rebuild improvements after casualty.
- E. To contract for and employ persons, firms, corporations or other agents to assist in the management, operation, maintenance and administration of the Common Areas and Subdivision Landscaping.
- F. To acquire, maintain and improve, and to buy, operate, manage, sell, convey, assign, mortgage or lease any real or personal property on behalf of the Association in furtherance of any of the purposes of the Association.
- G. To borrow money and issue evidences of indebtedness in furtherance of any or all of the purposes of the business of the Association, and to secure monies by mortgage, pledge, or other lien, on property owned by the Association; provided, however, that these actions shall also be approved in accordance with the Declaration of Covenants and Restrictions.
- H. To make rules and regulations consistent with the Declaration of Covenants and Restrictions, and these Association Bylaws concerning the use of the Common Elements, which rules and regulations may be made and amended from time-to-time in accordance with the Declaration of Covenants and Restrictions by any Board of Directors of the Association. Copies of all regulations and amendments thereto shall be furnished to all Owners.

- I. To establish committees as it deems necessary, convenient or desirable and to appoint persons thereto for the purpose of implementing the administration of the Association and to delegate to committees any functions or responsibilities which are not by law or the Declaration of Covenants required to be performed by the Board of Directors.
- J. To enforce the provisions of the Declaration of Covenants and Restrictions.

3.5 Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Association shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum.

3.6 Removal. At any regular or special meeting of the Association duly called, any one or more of the Directors may be removed with or without cause by a majority of the Owners in number and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Owners shall be given an opportunity to be heard at the meeting.

3.7 First Meeting Of Newly Elected Board Of Directors. The first meeting of a newly elected Board of Directors shall be held at any place fixed by the Directors at the meeting at which the Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute the meeting, providing a majority of the whole Board of Directors shall be present.

3.8 Regular Meetings. Regular meetings of the Board of Directors may be held at times and places as shall be determined from time-to-time by a majority of the Directors. Notice of regular meetings of the Board of Directors shall be given to each Director, personally, by mail, telephone or telegraph, at least 10 days prior to the date named for the meeting.

3.9 Special Meetings. Special meetings of the Board of Directors may be called by the President on three days notice to each Director, given personally, by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting. Special meetings may be held by conference telephone call to be arranged by the President or Secretary. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of any one

Director.

3.10 Waiver Of Notice Of Meeting. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of the meeting and the waiver shall be deemed equivalent to the giving of notice. Attendance by a Director at any meetings of the Board of Directors shall be deemed a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at the meeting.

3.11 Quorum Of Board Of Directors. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting for no less than 48 hours. At any reconvened adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof, shall constitute the presence of that Director for purposes of determining a quorum.

3.12 Fidelity Bonds. The Board of Directors may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on these bonds shall be expenses of administration.

## **ARTICLE IV**

### **OFFICERS**

4.1 Officers. The principal officers of the Association shall be a President, who shall be a member of the Board of Directors, a Vice President, Secretary and Treasurer. The Directors may appoint an Assistant Treasurer, and an Assistant Secretary, and any other officers as in their judgment may be necessary. Any two or more offices except that of President and Vice President may be held by one person.

4.2 Election. The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board of Directors and shall hold office at the pleasure of the Board of Directors.

4.3 Removal Of Officers. Upon affirmative vote of a majority of the Board of Directors, any officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for that purpose. No removal action may be taken, however, unless the matter shall have been included in the notice of the meeting. The officer who is proposed to be removed shall be given an opportunity to be heard at the meeting.

4.4 President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of the President of an association, including, but not limited to, the power to appoint committees from among the members of the Association from time-to-time as he may, in his discretion, deem appropriate to assist in the conduct of the affairs of the Association.

4.5 Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board of Directors to so do on an interim basis. The Vice President shall also perform such other duties as shall from time-to-time be imposed upon him by the Board of Directors.

4.6 Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Association; he shall have charge of the corporate seal, if one is established, and of those books and papers as the Board of Directors may direct; and he shall in general perform all duties incident to the office of the Secretary.

4.7 Treasurer. The Treasurer shall have responsibility for the Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He shall be responsible for the deposit of all monies and other valuable effects of the Association, in the name and to the credit of the Association, and in any depositaries as may, from time-to-time, be designated by the Board of Directors.

4.8 Duties. The officers shall have any other duties, powers and responsibilities as shall, from time-to-time, be authorized by the Board of Directors.

## ARTICLE V

### SEAL

The Association may (but need not) have a seal. If the Board of Directors determines that the Association shall have a seal, then it shall have inscribed thereon the name of the Association, the words "Corporate Seal" and "Michigan".

## ARTICLE VI

### FINANCE

6.1 Fiscal Year. The fiscal year of the Association shall be an annual period commencing on the date initially determined by the Directors. The commencement date of the fiscal year shall be subject to change by the Directors for accounting reasons or other good cause.

6.3 Bank. The funds of the Association shall be deposited in any bank designated by the Directors and shall be withdrawn only upon the check or order of the officers, employees or agents designated by resolution of the Board of Directors from time-to-time. The funds may be invested from time-to-time in accounts or deposit certificates of a bank or savings association insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation and may also be invested in interest-bearing obligations of the United States Government.

## ARTICLE VII

### AMENDMENTS

7.1 Proposal. Amendments to these Association Bylaws may be proposed by the Board of Directors acting upon the vote of the majority of the Directors or by one-third or more in number of the members or by instrument in writing signed by them.

7.2 Meeting. Upon any amendment being proposed, a meeting of the Association for consideration of the proposed amendment shall be duly called in accordance with the provisions of these Association Bylaws.

7.3 Voting. These Association Bylaws may be amended by the Association at any regular annual meeting or a special meeting called for that purpose, by an affirmative vote of not less than 60%

of all Owners present and, if the amendment will materially alter or change the rights of mortgagees, then also with the written consent of not less than 80% of all mortgagees.

7.4 Developer Proposals. Prior to the election of the Successor Board of Directors, these Association Bylaws may be amended by the first Board of Directors upon proposal of amendments by the Developer without approval from any person to make the amendments as shall not increase or decrease the benefits or obligations, or materially affect the rights of any Owner of the Association.

7.5 Binding. A copy of each amendment to these Association Bylaws shall be furnished to every Owner of the Association after adoption; provided, however, that any amendment to these Association Bylaws that is adopted in accordance with this Article shall be binding upon all persons who have an interest in the Subdivision irrespective of whether these persons actually receive a copy of the amendment.



**ARTICLE VIII**

**COMPLIANCE**

These Association Bylaws are set forth to comply with the requirements of Act No. 327 of the Public Acts of Michigan of 1931, as amended, Act No. 59 of the Public Acts of Michigan of 1978, as amended, and with the duly recorded Declaration of Covenants and Restrictions.

RIVER WOODS ASSOCIATION  
a Michigan non-profit corporation

By: \_\_\_\_\_  
F. Richard Tyner  
Its Incorporator